



DARLINGFORD WATERS
BOAT CLUB – LAKE EILDON

Darlingford Waters Marina Pty Ltd (as trustee for Darlingford Waters Boat Club)

Election of Board Directors Nomination Policy and Procedure

Timeline

Under Rule 69 in Schedule 3 of the Unitholders Agreement, the Directors are elected by postal ballot to take place according to the following timetable.

Activity	Rule	2020 Timeline
Call for Nominations	Not less than 42 days before AGM	15 October 2021
Close of Nominations	Not less than 28 days before AGM	28 October 2021
Despatch of Ballot Papers	Not less than 21 days before AGM	4 November 2021
Close of Ballot	Not less than 7 days before AGM	18 November 2021
Declaration of Results	Date of AGM	25 November 2021

Electorate

The electorate for this election are the Shareholders of Darlingford Waters Marina Pty Ltd.

Eligibility to Nominate

To be eligible to be a Director you must be a Shareholder of Darlingford Waters Marina Pty Ltd. You become a shareholder of this company when you become a Unitholder in Darlingford Waters Boat Club Unit Trust.

Nomination Documents

To nominate, you must complete a Nomination Form. The Nomination Form provides for you to give consent to your nomination and must include the name of a Proposer and Seconder.

With your Nomination Form, you must also submit a brief Personal Statement of no more than 100 words which will be circulated with the Ballot Paper. The aim of this Personal Statement is to provide voters with information about each candidate which will enable them to make an informed choice. To assist you in preparing this Statement, a “Guidance document” has been prepared as attached.

Submission of Nomination

You should return your Nomination Form and Personal Statement to:

Nomination Forms should be returned to The Secretary, Darlingford Waters Marina Pty Ltd, via email at secretary@darlingford.com.au, and is to be received no later than 5.00 pm on Thursday 28th October 2021.

**Darlingford Waters Marina Pty Ltd
(as trustee for Darlingford Waters Boat Club)**

**Election of Board of Directors
Call for Nominations**

Notice is hereby given of an election for the Board of Directors of Darlingford Waters Marina Pty Ltd.

On this occasion, there will be four (4) vacant positions; two (2) current board members are re-standing for election, leaving two (2) positions vacant:

1. Simon Cox and Don Atkinson's 3-year terms have finished, and they have renominated for another 3-year term
2. One (1) vacant position was up for re-election so there is 1 x 3-year vacant term, and one (1) vacant position has 1-year left on its term, so there is a 1 x 1-year vacant term

Nominations close on 28 October 2021 and if required, there will be a postal ballot with the results declared at the Annual General Meeting on 25 November 2021.

All shareholders are asked to consider standing for election.

To assist you in nominating as a Director we have provided the following information:

- a) A copy of the Nomination Form
- b) Guidance on providing a Personal Statement
- c) Position Description of General Director Role

Term of Office

The term of office for ordinary members of the Board is three years.

Kindly



Lisa Glassborow

Secretary / Director

16 October 2021

Darlingford Waters Marina Pty Ltd (as trustee for Darlingford Waters Boat Club)

Election of Board of Directors Guidance on Preparing Candidates Personal Statement

The aim of the Personal Statement is to give those voting in the election information to enable them to make an informed choice. Under Rule 69 of the Unitholders Agreement, the length of this Statement is limited to no more than 100 words.

The following is a suggested list of information that a Candidate may like to consider providing. Please note that this list has been compiled to assist you in providing relevant information. None of the information is mandatory. You can pick and choose as you see fit. Just remember that the aim is to let people know who you are and why they should vote for you.

- a) Previous service on DWM Board (give years)
- b) Date joined DWBC as Unitholder
- c) Current employment
- d) Membership of other relevant organisations
- e) Special interests
- f) What you would like to achieve as a Director
- g) What you have to offer as a Director of DWM
- h) Name of any other organisations of which you are a Director

Following this document is a Position Description of the Role of DWM Directors and other administrative details.

Time Involved

The Board meets monthly, with a scheduled break in January. An Agenda, Action List, and papers are distributed before each meeting. Meetings are held on a mutually convenient evening, which is currently a Thursday, commencing at 7.45 pm. The meetings last for around 2-3 hours and are currently held at the Ringwood RSL, in Station Street, Ringwood (or online during government restrictions). Some Directors have dinner together before the meeting for an informal discussion on current issues.

Apart from attending the Board meetings, the work of the Board is divided up between the Directors and involves an additional commitment of time. There are a number of roles, including Chairman, Vice Chairman, Treasurer, Secretary, Site Director and Marketing Director. Other Directors contribute through project work.

Other Administrative Details

The Directors are volunteers and are not remunerated for their work. However, they are entitled to claim legitimate documented expenses. They are also entitled to receive fees if they provide professional services to the Club. If such fees are charged, it is DWBC practice to declare the amounts paid in the Annual Report.

Darlingford Waters Marina Pty Ltd / DWBC

Director Position Description

General Member

About Darlingford

Darlingford Waters Boat Club (DWBC) is a community of house boating and Lake Eildon enthusiasts – with unwavering commitment to our fellow members, our families, their safety, the environment and our local community.

Boasting the ‘best marina’s on the lake’, DWBC is in a beautiful, sheltered location on fresh clean water and offers its members excellent amenities with great access to every marina, plenty of parking right near the lake’s edge plus a number of members barges to make life easier. We offer both standard and larger sized pens to cater for boats of all sizes.

Our live-in, onsite Facilities Manager is responsible for the day to day running of the facility and is a first point of contact for members. The Facility Manager maintains the marina’s and grounds and is ably supported by our member elected Board of Directors, specifically our Site Director.

Our club has strong values that lead our decision making and help shape our culture. These values are: *family, community, environment and safety.*

About the Darlingford Waters Marina Pty Ltd Board

Darlingford Waters Marina Pty Ltd is the trustee for the Darlingford Waters Boat Club Unit Trust, structured under a Fixed Unit Trust model, with the members electing Company Directors from within the membership to represent the shareholders of the Unit Trust.

Essentially, the club is owned by members, run by members and exists for members.

Responsibilities of a Director

The Board of Directors' key purpose is to ensure the company's prosperity by collectively directing the company's affairs, whilst meeting the appropriate interests of its shareholders and stakeholders.

All Directors agree to:

- uphold the rules and values of the organisation, at all times
- act without prejudice or for personal gain
- be lawful, fair, just and confidential
- undertake their role to the best of their abilities
- manage conflicts of interest
- read through the DWBC Board Induction Kit (v2020)

To read more about the roles and responsibilities of a Director generally, visit

<https://aicd.companydirectors.com.au/-/media/cd2/resources/director-resources/not-for-profit-resources/nfp-principles/pdf/06911-4-adv-nfp-governance-principles-report-a4-v11.ashx>

Specific Role and Responsibilities

General Member

The General Member of the Board is a fiduciary who steers the company towards a sustainable future by adopting sound, ethical and legal governance and financial management policies.

The below list of tasks are also expected of any Board Member with a specific role.

He or she agrees to undertake the following tasks, in the spirit and under the principals of good governance:

1. Attend all convened meetings of the Board
2. Read all board materials in advance of the meeting
3. Participate in relevant, robust and respectful debate and discussion
4. Vote on all matters, including but not limited to:
 - a. Annual budget
 - b. Motions as presented at meetings
5. Strive for continual improvement as a Board, questioning and reviewing processes on a regular basis

Election Process

Board members are elected at the Annual General Meeting in accordance to the Unit Holders Agreement and Rules, through a nomination process and an election conducted by the Company Secretary.

Board members serve a 'term' and positions become available on a 'one third' basis.

Authority

General Board Members have no additional authority, aside from their main authority of governing the company.



**Darlingford Waters Marina Pty Ltd
(as trustee for Darlingford Waters Boat Club)**

Election of Board Directors

Nomination form

Consent

NAME OF CANDIDATE:
(Print in Capitals)

ADDRESS:

I hereby consent to be a Candidate for election to the position of Director of Darlingford Waters Marina Pty Ltd.

SIGNATURE OF CANDIDATE:

NAME OF PROPOSER:
(Print in Capitals)

ADDRESS:

SIGNATURE OF PROPOSER:

NAME OF SECONDER:
(Print in Capitals)

ADDRESS:

SIGNATURE OF SECONDER:

Eligibility

The Candidate, Proposer and Secunder must be Unitholders of DWBC.

Submission of Nomination

Nomination Forms should be returned to The Secretary, Darlingford Waters Marina Pty Ltd, via email at secretary@darlingford.com.au, and is to be received no later than 5.00 pm on Thursday 28th October 2021.